

WAL-MART



Annual
Report
1984

Our people make the difference

cover (clockwise from top left):

Brian Davidson, stockman, Bonner
Springs, Kansas.

Louise Lucas, office clerk,
DeSoto, Texas.

Margaruite Brocchus, department
manager, ladies wear, Joplin, Missouri;
a 12-year Wal-Mart associate.

Contents

	Page
Financial Highlights	1
Letter to Shareholders	2
Company Profile	4
Operating Review	6
Management's Discussion and Analysis	12
Ten-Year Financial Summary	14
Consolidated Financial Statements	16
Notes to Consolidated Financial Statements	20
Report of Certified Public Accountants	26
Responsibility for Financial Statements	26
Store Locations - Map	27
Directors and Officers	28
Corporate Information	29

Five-Year Financial Review

(Dollar amounts in thousands except per share data)

	1984	Fiscal years ended January 31,				1980
		1983	1982	1981		
Number of stores in operation at the end of the year	642	551	491	330		276
Net sales	\$4,666,909	\$3,376,252	\$2,444,997	\$1,643,199		\$1,248,176
Income before income taxes	357,147	224,556	148,737	99,279		74,288
Net income	196,244	124,140	82,794	55,682		41,151
Net income per share:						
Primary and Fully diluted	1.40	.91*	.63*	.43*		.33*
Current assets	1,005,567	720,537	589,161	345,204		266,617
Current liabilities	502,763	347,318	339,961	177,601		170,221
Working capital	502,804	373,219	249,200	167,603		96,396
Current ratio	2.00	2.07	1.73	1.94		1.57
Common shareholders' equity	737,503	488,109	323,942	248,309		164,844
Common stock outstanding at January 31	139,915,694	134,423,088*	129,679,824*	129,369,780*		120,970,088*

*Adjusted to reflect the 100% stock dividend paid July 8, 1983, to holders of Wal-Mart common stock.

Financial Highlights

Market Price of Common Stock*

	Fiscal years ended January 31,			
	1984		1983	
Quarter	High	Low	High	Low
April 30	\$31.56	\$23.25	\$13.25	\$ 9.97
July 31	45.13	30.44	14.44	12.03
October 31	44.38	37.13	20.07	12.50
January 31	44.13	33.75	26.88	19.75

Dividends Paid Per Share of Common Stock*

	Fiscal years ended January 31,			
	1984		1983	
Quarterly			Quarterly	
April 12	\$.035		April 9	\$.0225
July 8	.035		July 9	.0225
October 4	.035		October 5	.0225
January 4	.035		January 4	.0225

*Per share data prior to July 8, 1983, have been adjusted to reflect the 100% common stock dividend paid on that date.



Executive Management Committee: (seated, from left) James L. Walton, Jack Shewmaker, Sam M. Walton, Paul R. Carter; (standing, from left) Thomas Jefferson, Donald G. Soderquist, Thomas P. Seay, S. Robson Walton, A. L. Johnson, David D. Glass

For Wal-Mart Stores, Inc., fiscal 1984 was a year of outstanding performance and continued growth in all major areas of our business. We set many new records; among them were:

- Sales of \$4.667 billion, an increase of 38% over \$3.376 billion from the preceding year.
- Net income of \$196 million, an increase of 58% over \$124 million from last year.
- Earnings per share of \$1.40, an increase of 54% over \$.91 from fiscal 1983.

During this past year, we concentrated on a philosophy we have practiced since our Company was founded: control expenses to the maximum degree possible, consistent with prompt and courteous customer service, in order to offer our customers quality merchandise at the lowest possible price every day of the year. Our gross profit on sales was reduced as a percentage of sales to 26.8% from 27.2% in the prior year. To compensate for this gross profit reduction, our operating expenses (including interest expense) were reduced from 21.2% of sales in fiscal 1983 to 19.9% of sales in fiscal 1984. Never before have all our associates worked in a more concerted manner than we have in our expense control efforts. The results speak loudly: net profit as a percentage of sales was the highest ever attained by Wal-Mart, 4.2% of sales this year compared with 3.7% last year.

A major contributor to the increased profitability this past year was the persistent attention directed to inventory management, which improved the store inventory turnover rate to 4.5 turns from 3.9 turns in the preceding year. A large number of actions must occur throughout the Company to accomplish this dramatic improvement. Lapsed time from order date to receipt date must be reduced, service levels in the warehouses must be increased, inventory levels must be contained at a rate of increase less than that of sales, while, at the same time, in-stock positions in stores must be improved. These actions were accomplished last year, and we are striving for further turnover improvement in the new year.

Another measurement of the success of our overall program is the 15% sales increase in comparable stores, which follows an 11% increase in the preceding year. This level of sales increase in our more established stores indicates we successfully increased market share in many of our trade areas.

During 1983, our Company opened 91 new Wal-Mart stores, three new Sam's Wholesale Clubs and one dot Discount Drug store. While a great deal of effort is expended on our new-store program, we continue to monitor existing stores to ensure they are properly sized and positioned in their markets and are maintained at the high standards which our customers have come to expect. During the year 24 stores were expanded or relocated and 25 additional stores were remodeled. We began the year with 27,728,000 square feet of retail space; the above additions for new stores of 6,061,000 square feet plus the net additions for relocations and expansions of 564,000 square feet bring the year-end square footage to 34,353,000, an increase of 24%.

To Our Shareholders

The Company's financial position was benefited by strong profit production and by conversion to equity of the outstanding \$60 million convertible subordinated debentures. These debentures were called for redemption on December 1, 1983, and all debentures (with the exception of \$45,000) were converted into common stock prior to the redemption date. The net income, net of dividends, plus the conversion of the debentures, have raised common stockholders' equity to \$738 million from \$488 million a year earlier, an increase of 51%. The significantly improved level, at year-end, of our cash and short-term investments bodes well for the year ahead. We will continue to require short-term borrowings to support seasonal inventory buildups, but the borrowings should be at reduced levels and for shorter periods. Also, we should be able to fund internally our current growth plans, excluding financing arrangements for real estate (stores and distribution centers). Several ratios attest to the overall financial strength of the Company. The long-term debt (including obligations under capital leases)-to-equity ratio at year-end was .52:1 compared with .67:1 a year earlier. Return on stockholders' equity (beginning-of-the-year balance) for the most recent year was 40.2%, the highest level attained in many years.

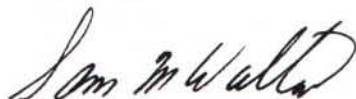
Development of people-supportive systems remains a high priority throughout our Company. In 1983, we completed the project, which was begun a year earlier, of upgrading in-store, backroom computers in all stores. We demonstrated our commitment to electronic scanning of the UPC (Uniform Product Code) at point-of-sale by the expansion of our test to 25 stores with plans to add at least 70 additional scanning stores in the new year. To assist our pharmacists in providing better service to our customers, we have installed computers and developed systems for several pharmacies. This project will also be expanded this year. In response to the numerous and varied merchandise requirements in our expanding trade territory, we have embarked on the development of a regional merchandising system which provides the unique merchandising characteristics of stores and groups of stores. We shall continue to search for the best means of supporting our people through innovative and forward-looking systems.

The impressive results of this past year were accomplished in a period of improving, but unsettled, economy. Inflation and unemployment, although trending down, remain at high levels, and interest rates are excessive. New consumer attitudes and lifestyles have evolved from these economic conditions and have created a different marketplace in which we conduct our business. Interestingly, our time-proven philosophy of offering our customers the best value (good quality at the lowest price) in town is even more appealing in this changing marketplace. Our plan is to make our stores continuing testimonials to the sign on the front of every store: "WE SELL FOR LESS."

Our growth plans for 1984 are aggressive—approximately 105 new Wal-Mart stores and six additional Sam's Wholesale Club units. Further, we have just begun construction of a new 600,000-square-foot distribution center in Mount Pleasant, Iowa, to better service our expanding northern trade territory. Our program of enlarging or relocating our older units will include about 25 stores this year. Sales trends for the early months of fiscal 1985 are encouraging and reinforce our plans for increasing sales this year by \$1.5 billion to approximately \$6 billion.

The fact that we achieved the records we did in 1983 at the lowest expense ratio in many years testifies to the commitment and skills of our 62,000 dedicated associates. Our successful growth over the years is directly attributable to their ideas, suggestions, enthusiasm and hard work. We appreciate the partnership we have developed with our associates, suppliers and shareholders, and not only do we share a great pride in our joint accomplishments, we also look forward to our future growth together. The fundamentals of our Company have never been stronger and our opportunities have never been brighter.

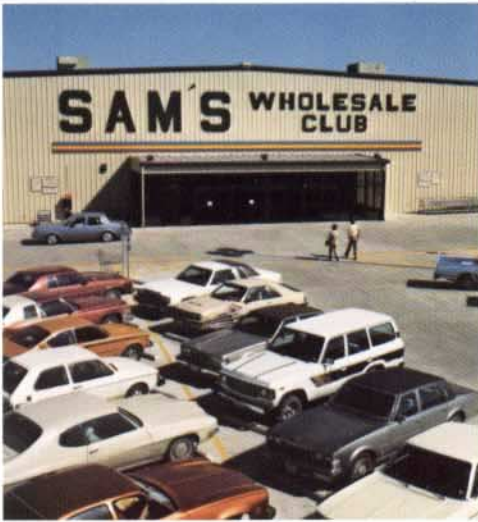
Respectfully,



Sam M. Walton
Chairman of the Board and
Chief Executive Officer



Jack Shewmaker
President and
Chief Operating Officer



Company Profile

With sales of \$4.7 billion (up from \$3.4 billion a year ago) and earnings of \$196 million (up from \$124 million in the prior year), Wal-Mart remains the fastest-growing major retailer in the country. The Company opened 91 new Wal-Mart stores, three Sam's Wholesale Club warehouses and one trial dot Discount Drug store during the past year. At January 31, 1984, 642 Wal-Mart stores were in operation (see map on page 27 for location of stores by state).

While Wal-Mart Stores, Inc., had its beginnings in the small-town variety store business in 1945, when Sam M. Walton opened his first Ben Franklin franchise operation in Newport, Arkansas, the Company did not open its first discount department store until November 1962. Prior to opening their first discount operation, Sam M. Walton and his brother J. L. "Bud" Walton operated a group of Ben Franklin variety stores which were to serve as the basis for a chain of quality retail discount department stores in small-town America.

Wal-Mart stores are located primarily in small towns, although in recent years an increasing number of stores are being opened in and around metropolitan areas within the chain's 19-state regional trade territory. The trading market for most stores covers large rural areas, and Wal-Mart stores are designed to be one-stop shopping centers which provide a wide assortment of quality merchandise to satisfy most of the clothing, home, recreational and convenience needs of the family. Stores range in size, generally from 30,000 to 100,000 square feet of building area, with the average unit covering almost 53,000 square feet.

A strategically-located network of six distribution facilities, essential to the efficient operation of discount department stores, assures a constant flow of merchandise to the stores. These facilities process approximately 81% of the merchandise sold in the stores.

The most important aspect of the Company is the performance of its people. Wal-Mart employs approximately 62,000 associates who are partners in the business. Through their efforts and dedication, the Company has been able consistently to produce excellent results. This report recognizes all Wal-Mart associates who have and will continue to make the difference.

Wal-Mart is dedicated to a philosophy of continuing, controlled, profitable growth. The Company's compound annual rate of growth during the past 10 years has been 39% in sales and 47% in profitability.





Every Wal-Mart associate is dedicated to the slogan: "My job is to save you time and money." The accompanying pictures tell the story of how all associates, from the greeter at the front door to the invoice clerk, warehouseman, stockman, etc., and finally to the checkout clerk, join together to save our customers time and money. Most of our store associates have contact with customers and can serve most directly those customers' needs. However, all associates—accounting clerks, buyers, data processing operators, truck drivers, lawyers and others in support functions—have an impact on our customers by improving systems and productivity, which in turn reduce our expenses and feed the cycle that permits Wal-Mart to sell quality merchandise at the lowest price in town every day of the year.

Operating Review

The Company takes pride in its stores—bright, clean shopping centers with broad assortments of quality merchandise conveniently displayed and a level of friendly customer service beyond that normally associated with a self-service discount department store operation. These stores are serviced from a somewhat Spartan general office complex in Bentonville, Arkansas, overflowing with associates supporting a cost consciousness unequalled in our industry today. Substantiating this statement is an annual report from Cornell University, commissioned by



"Welcome to Wal-Mart" is the message door greeters like Kelli Hill of Bartlesville, Oklahoma, use to make customers feel comfortable.



"Customers comment on our great choice of fabrics and the fact that we're always ready with a smile to help them out." Georgia Briggs, department manager, fabrics, Bartlesville, Oklahoma; an eight-year Wal-Mart associate.



Kurt Simrell and Cesar Ruiz are part of the team that makes Bentonville Distribution Center #4 a smooth operation.

"Wal-Mart associates work together like a family, and we try to convey that feeling to our customers in making sure they leave happy." Janice Dodge, service desk clerk, Joplin, Missouri.

"Wal-Mart has the best selection anywhere for all my family's needs." Judy Ranbo with children Dena and Jonathan, Grapevine, Texas.





Bob Buice, district manager for stores in parts of South Carolina and Georgia, supports the Wal-Mart philosophy of "quality merchandise, at the best price, with satisfaction guaranteed."



Mechanics like Danny O'Hara, Parsons, Kansas, provide automotive service at prices Wal-Mart customers appreciate.

Max Cole, pharmacist in Bonner Springs, Kansas, enjoys counseling customers in Wal-Mart's friendly atmosphere.



"The customer is our reason for being; we believe in a good in-stock inventory of sized, styled and coordinated merchandise." Leroy Branion, assistant manager, softlines, Joplin, Missouri.

the National Mass Retailing Institute, which ranks discount retailers on various aspects of their earnings. Wal-Mart's expense structure, measured as a percentage of sales, continues to be among the lowest in the industry. Further recognition of the quality and consistency of earnings was reported in the January 1984 issue of *Forbes* magazine in its 36th Annual Report on American Industry, which ranked Wal-Mart first among all general retailers (including department stores, discount and variety stores) in the four reported five-year average measurements of profitability and growth: return on equity, return on total capital, sales growth and growth in earnings per share.

Clearly, the most important assets of the Company are the 62,000 full- and part-time associates who have the responsibility of meeting the needs of our millions of customers. In carrying out this responsibility, each associate must be knowledgeable about events throughout the Company. This is accomplished principally through a grass-roots management style which encourages open communication at all levels, aided by various training programs, an in-house newspaper and numerous programs designed to motivate and recognize individual accomplishments. Partnership with our associates is enhanced through two benefit programs, which over the years have produced dramatic returns for the participants. Most associates become participants in the Profit Sharing Plan after their first year of employment. The Plan is funded by the Company on a formula basis which provides for contributions (as a percentage of participants' wages) to increase as the Company's pre-tax profits increase as a percentage of sales. Also, all full-time associates can elect to purchase Company stock through payroll withholding, with partially matching funds provided by the Company. Almost half of the associates eligible to buy stock through the Plan are participating. The Company takes great pride in the partnership formed with its associates.

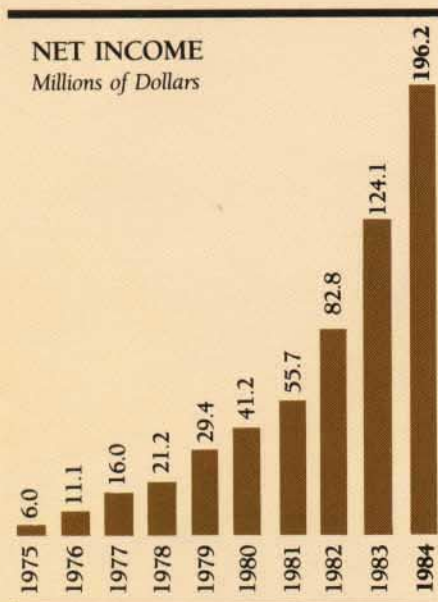
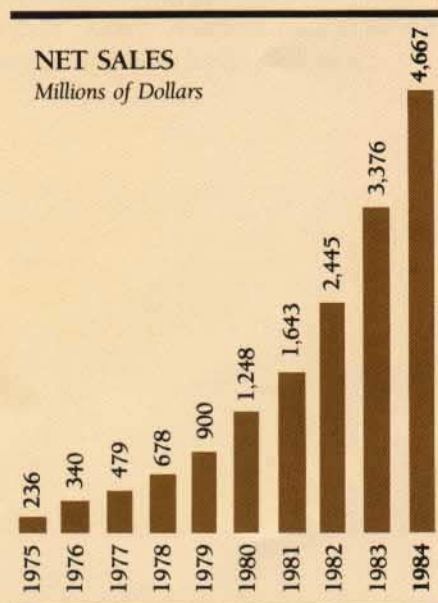
Providing value to our customers is the number-one objective of all Wal-Mart associates. This value results from low prices and good-quality merchandise, and it also relates to the overall store environment. Customer convenience and shopping comfort are important ingredients of value. From site selection to interior layout, Wal-Mart stores are designed to make shopping as easy and efficient as possible. Locations are selected on the basis of convenience and easy access. Inside the store, departments are located adjacent to related areas in a manner facilitating self-service. Efficient checkout procedures help save the customer's time, as do the guaranteed satisfaction policy, easy use of layaways with no added fees, MasterCard and VISA charge services and customer check-cashing courtesy cards.

In looking to the future, the Company continues to strive for improvement in its merchandising and operating methods through innovative and thoughtful experimentation. Illustrative of this approach during 1983 was the opening of several different test vehicles in discount retailing. Sam's Wholesale Club, a wholesale membership store, designed to operate at a very low gross margin, has proven to be a successful format for the larger metropolitan markets in our trade territory and will be a planned aspect of our future growth. A deep-discount pharmacy outlet, dot Discount Drug, was opened late in the year, and the results of this operation will continue to be monitored for determination of the merit of this test. These experiments not only produce viable new approaches to discount retailing for Wal-Mart; they also produce ideas applicable to existing Wal-Mart stores. The single limiting factor to the constant experimentation throughout the Company is that no short-term benefits shall be pursued unless they enhance the long-term strength and profitability of the Company.



Making the customers happy so they'll come back is what it's all about, says Ruth Wilkinson, cashier in Parsons, Kansas.

Management's Discussion and Analysis



Fiscal years ended January 31, 1984, 1983 and 1982

Results of operations

Sales for the three years and the respective total and comparable store percentage sales increases over the prior year were:

Fiscal years ended January 31,	Sales	Total company percent increases	Comparable stores percent increases
1984	\$4,666,909,000	38%	15%
1983	3,376,252,000	38	11
1982	2,444,997,000	49	15

Sales increases were due primarily to the improved productivity of comparable stores, the contributions of new stores (91 opened in fiscal 1984, 66 in 1983 and 69 in 1982), the acquisition in August 1981 of the 92-store Kuhn's-Big K Stores Corp. and inflation (estimated at 3% in fiscal 1984 and 1983, and 5% in 1982). The impact of inflation and changing prices on results of operations is presented in Note 10 of Notes to Consolidated Financial Statements.

The consistency of operating results is demonstrated in the following table, which reports revenues (other than sales) and costs as percentages of sales:

	Fiscal years ended January 31,		
	1984	1983	1982
Revenues (other than sales)	.8%	.7%	.7%
Cost of sales	73.2	72.8	73.1
Operating, selling and general and administrative expenses	19.1	20.1	20.2
Interest costs	.8	1.1	1.3
Provision for income taxes	3.5	3.0	2.7
Net income	4.2	3.7	3.4

Cost of sales, expressed as a percentage of sales, increased in fiscal 1984 compared with 1983 primarily related to a reduced initial markon supporting the Company's emphasis on everyday low prices.

Cost of sales decreased in fiscal 1983 compared with 1982, principally the result of declining inflation as reflected through the Company's LIFO provision. The decline in the LIFO adjustment was partially offset by an increased rate of shrinkage and markdowns in comparing fiscal 1983 with 1982.

Improved productivity and expense consciousness throughout the Company reduced operating, selling and general and administrative expenses, as a percentage of sales, by 1.0% during fiscal 1984. Expense control programs contained expenses at a relatively constant rate during the preceding two years.

Interest costs related to debt declined by .5% of sales during fiscal 1984 following a decrease of .1% of sales in 1983. The decline in each of the two most recent years results primarily from reduced borrowings, combined with lower weighted-average interest rates. See Note 4 of Notes to Consolidated Financial Statements for additional information on interest and debt. The portion of interest costs attributable to capital leases remained relatively constant as a percentage of sales during the three-year period.

The effective tax rate was 45.1% in fiscal 1984, 44.7% in 1983 and 44.3% in 1982. The increasing rate during the past two years is primarily the result of a lower level of tax credits as a percentage of taxable income.

Liquidity and capital resources

Fiscal 1984

Funds from current operations, \$254,778,000 in fiscal 1984, are the Company's primary source of liquidity. These funds are used to finance capital expenditures and, to a lesser extent, to pay dividends and provide general working capital. Because of the seasonal buildups in merchandise inventories and the interim financing requirements for store properties developed under sale/leaseback arrangements, the Company maintains lines of credit for short-term borrowings. At January 31, 1984, Wal-Mart had access to \$323 million of unused short-term bank borrowings plus an additional \$150 million credit line to support the issuance of commercial paper.

Wal-Mart opened 91 new stores during fiscal 1984. The Company finances real estate through sale/leaseback arrangements, industrial development bonds (either through lease or secured loan transactions) or leases from real estate developers. Capital expenditures of \$110.5 million, excluding leased properties, were incurred in fiscal 1984 and were financed through internally-generated funds.

The Company's profit performance coupled with the conversion into common stock of the \$60 million debentures served to reduce the debt (including obligations under capital leases)-to-equity ratio from .67:1 at the end of fiscal 1983 to .52:1 at the end of fiscal 1984.

Capital expenditures planned for fiscal 1985, excluding leased properties, are approximately \$130 million. These expenditures for fixtures, equipment, leasehold improvements and store expansions will be financed from internally-generated funds. In addition, the Company plans to open approximately 105 Wal-Mart stores, six Sam's Wholesale Club units and one distribution facility in fiscal 1985, most of which will be financed through sale/leaseback arrangements, industrial development bonds or real estate developers and will require approximately \$200 million in lease financing.

The Company's Board of Directors has increased the cash dividend on common stock for the first quarter of fiscal 1985 to 5.25 cents per share from 3.5 cents.

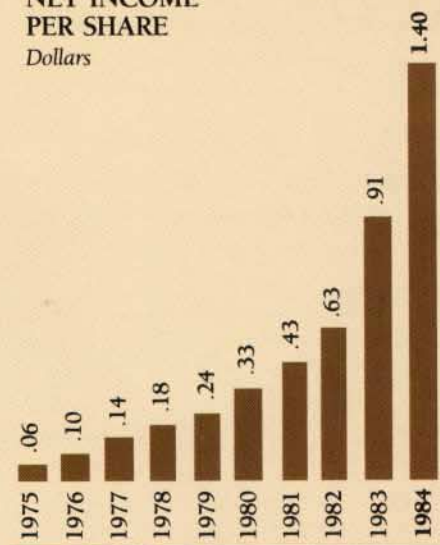
Fiscal 1983

Funds generated from operations were \$169,816,000. The Company had access to \$305 million in unused lines of credit for short-term bank borrowings and an additional \$150 million credit line to support the issuance of commercial paper at January 31, 1983.

Additions to property, plant and equipment totaled \$85.6 million, excluding leased store properties, and were financed through a combination of internally-generated funds and proceeds of \$49 million from a common stock offering. The debt-to-equity ratio decreased in fiscal 1983 to .67:1 from .80:1 at the end of the preceding year.

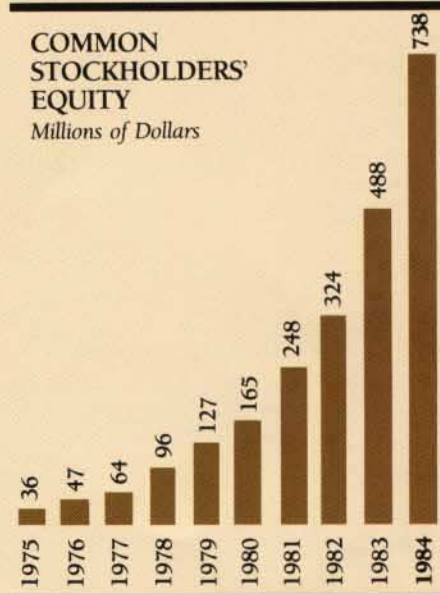
NET INCOME PER SHARE

Dollars



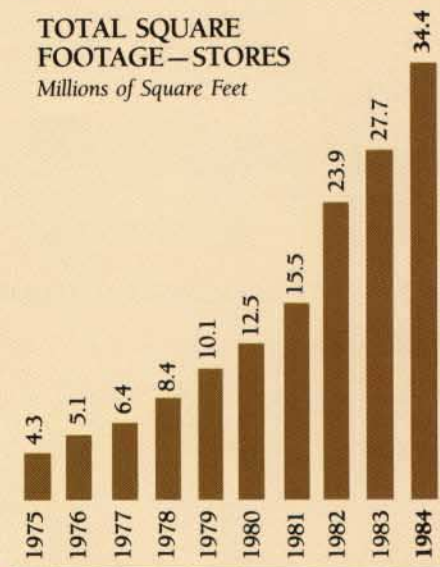
COMMON STOCKHOLDERS' EQUITY

Millions of Dollars



TOTAL SQUARE FOOTAGE—STORES

Millions of Square Feet



Ten-Year Financial Summary

Wal-Mart Stores, Inc. and Subsidiaries

(Dollar amounts in thousands except per share data)

EARNINGS	1984	1983
Net sales	\$4,666,909	\$3,376,252
Licensed department rentals and other income - net	36,031	22,435
Cost of sales	3,418,025	2,458,235
Operating, selling and general and administrative expenses	892,887	677,029
Interest costs:		
Debt	4,935	20,297
Capital leases	29,946	18,570
Taxes on income	160,903	100,416
Net income	196,244	124,140
Per share of common stock:		
Net income		
Primary*	1.40	.91
Fully diluted*	1.40	.91
Dividends*14	.09
Stores in operation at the end of the period	642	551

FINANCIAL POSITION

Current assets	\$1,005,567	\$ 720,537
Net property, plant, equipment and capital leases	628,151	457,509
Total assets	1,652,254	1,187,448
Current liabilities	502,763	347,318
Long-term debt	40,866	106,465
Long-term obligations under capital leases	339,930	222,610
Preferred stock with mandatory redemption provisions	6,411	6,861
Common stockholders' equity	737,503	488,109

FINANCIAL RATIOS

Current ratio	2.0	2.1
Inventories/working capital	1.5	1.5
Return on assets***	16.5	13.2
Return on stockholders' equity***	40.2	38.3

*All per share data prior to 1984 have been adjusted to reflect the 100% stock dividend paid July 8, 1983, to holders of Wal-Mart common stock.

**The Company adopted the LIFO method of costing inventories in 1975, which resulted in a reduction in net income of \$2,347,000, or \$.0225 per share.

***On beginning of year balances.

1982	1981	1980	1979	1978	1977	1976	1975
\$2,444,997	\$1,643,199	\$1,248,176	\$ 900,298	\$ 678,456	\$ 478,807	\$ 340,331	\$ 236,209
17,650	12,063	10,092	9,615	7,767	5,393	3,803	2,478
1,787,496	1,207,802	919,305	661,062	503,825	352,669	251,473	176,591
495,010	331,524	251,616	182,365	134,718	95,488	66,427	46,618
16,053	5,808	4,438	3,119	2,068	1,680	1,758	1,800
15,351	10,849	8,621	6,595	4,765	3,506	2,419	2,157
65,943	43,597	33,137	27,325	19,656	14,818	10,925	5,526
82,794	55,682	41,151	29,447	21,191	16,039	11,132	5,995**
.63	.43	.33	.24	.19	.15	.10	.06**
.63	.43	.33	.24	.18	.14	.10	.06**
.065	.05	.038	.028	.02	.011	.008	.007
491	330	276	229	195	153	125	104

\$ 589,161	\$ 345,204	\$ 266,617	\$ 191,860	\$ 150,986	\$ 99,493	\$ 76,070	\$ 55,860
333,026	245,942	190,562	131,403	100,550	68,134	48,744	43,409
937,513	592,345	457,879	324,666	251,865	168,201	125,347	99,473
339,961	177,601	170,221	98,868	74,891	43,289	33,953	27,076
104,581	30,184	24,862	25,965	21,489	19,158	17,531	11,132
154,196	134,896	97,212	72,357	59,003	41,190	26,534	25,069
7,438	—	—	—	—	—	—	—
323,942	248,309	164,844	127,476	96,482	64,417	47,195	36,050
1.7	1.9	1.6	1.9	2.0	2.3	2.2	2.1
2.0	1.7	2.4	1.9	1.8	1.6	1.5	1.8
14.0	12.2	12.7	11.7	12.6	12.8	11.2	7.9
33.3	33.8	32.3	30.5	32.9	34.0	30.9	19.8

Consolidated Statements of Income

Wal-Mart Stores, Inc. and Subsidiaries

(Dollar amounts in thousands except per share data)

	Fiscal years ended January 31,		
	1984	1983	1982
Number of stores in operation at the end of the year	<u>642</u>	<u>551</u>	<u>491</u>
Revenues:			
Net sales	\$4,666,909	\$3,376,252	\$2,444,997
Rentals from licensed departments	10,175	7,335	4,986
Other income - net	<u>25,856</u>	<u>15,100</u>	<u>12,664</u>
	4,702,940	3,398,687	2,462,647
Costs and expenses:			
Cost of sales	3,418,025	2,458,235	1,787,496
Operating, selling and general and administrative expenses	892,887	677,029	495,010
Interest costs:			
Debt	4,935	20,297	16,053
Capital leases	<u>29,946</u>	<u>18,570</u>	<u>15,351</u>
	4,345,793	3,174,131	2,313,910
Income before income taxes	357,147	224,556	148,737
Provision for federal and state income taxes:			
Current	152,207	86,752	56,923
Deferred	<u>8,696</u>	<u>13,664</u>	<u>9,020</u>
	160,903	100,416	65,943
Net income	<u>\$ 196,244</u>	<u>\$ 124,140</u>	<u>\$ 82,794</u>
Net income per share:			
Primary and fully diluted	\$1.40	\$.91*	\$.63*

*Adjusted to reflect the 100% common stock dividend paid on July 8, 1983.

See accompanying notes.

Consolidated Balance Sheets

Wal-Mart Stores, Inc. and Subsidiaries

(Dollar amounts in thousands)

ASSETS

	January 31,	
	1984	1983
Current assets:		
Cash	\$ 8,500	\$ 8,265
Short-term money market investments	148,360	25,017
Receivables	38,795	33,496
Recoverable costs from sale/leaseback	67,645	93,658
Inventories	735,395	555,702
Prepaid expenses	6,872	4,399
TOTAL CURRENT ASSETS	1,005,567	720,537
Property, plant and equipment, at cost:		
Land	16,771	16,625
Buildings and improvements	132,439	102,765
Fixtures and equipment	245,851	178,712
Transportation equipment	24,843	23,381
	419,904	321,483
Less accumulated depreciation	102,259	71,330
Net property, plant and equipment	317,645	250,153
Property under capital leases	363,015	246,045
Less accumulated amortization	52,509	38,689
Net property under capital leases	310,506	207,356
Other assets and deferred charges	18,536	9,402
Total assets	\$1,652,254	\$1,187,448

LIABILITIES AND STOCKHOLDERS' EQUITY

Current liabilities:		
Accounts payable	\$ 321,830	\$ 205,027
Accrued liabilities:		
Salaries	30,824	20,010
Taxes, other than income	25,187	18,398
Other	65,954	47,401
Accrued federal and state income taxes	51,546	44,202
Long-term debt due within one year	1,443	7,680
Obligations under capital leases due within one year	5,979	4,600
TOTAL CURRENT LIABILITIES	502,763	347,318
Long-term debt	40,866	106,465
Long-term obligations under capital leases	339,930	222,610
Deferred income taxes	24,781	16,085
Preferred stock with mandatory redemption provisions	6,411	6,861
Common stockholders' equity:		
Common stock	13,992	6,721
Capital in excess of par value	183,558	118,034
Retained earnings	539,953	363,354
TOTAL COMMON STOCKHOLDERS' EQUITY	737,503	488,109
Total liabilities and stockholders' equity	\$1,652,254	\$1,187,448

See accompanying notes.

Consolidated Statements of Common Stockholders' Equity

Wal-Mart Stores, Inc. and Subsidiaries

(Amounts in thousands)

	Number of shares	Common stock	Capital in excess of par value	Retained earnings	Total
Balance - January 31, 1981	32,342	\$ 3,234	\$ 67,481	\$177,594	\$248,309
Net income				82,794	82,794
Cash dividends:					
Common stock (\$.065 per share*)				(8,418)	(8,418)
Preferred stock (\$.44 per share)				(131)	(131)
Accretion of preferred stock redemption premium				(51)	(51)
Exercise of stock options	76	7	144		151
Tax benefit from stock options			1,208		1,208
Conversion of preferred stock	<u>2</u>	<u>1</u>	<u>79</u>		<u>80</u>
Balance - January 31, 1982	32,420	3,242	68,912	251,788	323,942
Net income				124,140	124,140
Cash dividends:					
Common stock (\$.09 per share*)				(11,884)	(11,884)
Preferred stock (\$2.00 per share)				(592)	(592)
Accretion of preferred stock redemption premium				(98)	(98)
Exercise of stock options	80	8	162		170
Conversion of preferred stock			7		7
100% common stock dividend	32,500	3,250	(3,250)		—
Sale of common stock	2,000	200	49,008		49,208
Exercise of stock options	177	18	610		628
Tax benefit from stock options			1,807		1,807
Conversion of preferred stock	30	3	663		666
Conversion of convertible subordinated debentures	<u>4</u>	<u>—</u>	<u>115</u>		<u>115</u>
Balance - January 31, 1983	67,211	6,721	118,034	363,354	488,109
Net income				196,244	196,244
Cash dividends:					
Common stock (\$.14 per share*)				(19,033)	(19,033)
Preferred stock (\$2.00 per share)				(528)	(528)
Accretion of preferred stock redemption premium				(84)	(84)
Exercise of stock options	130	13	377		390
Conversion of preferred stock	1		21		21
Conversion of convertible subordinated debentures	52	5	1,352		1,357
100% common stock dividend	67,394	6,739	(6,739)		—
Exercise of stock options	602	61	409		470
Tax benefit from stock options			11,517		11,517
Conversion of preferred stock	45	5	509		514
Conversion of convertible subordinated debentures	4,481	448	57,008		57,456
Other			1,070		1,070
Balance - January 31, 1984	<u>139,916</u>	<u>\$13,992</u>	<u>\$183,558</u>	<u>\$539,953</u>	<u>\$737,503</u>

*Cash dividends on common stock prior to July 8, 1983, have been adjusted to reflect the 100% common stock dividend paid on that date.

Consolidated Statements of Changes in Financial Position

Wal-Mart Stores, Inc. and Subsidiaries

(Dollar amounts in thousands)

	Fiscal years ended January 31,		
	1984	1983	1982
Source of funds:			
Current operations:			
Net income	\$196,244	\$124,140	\$ 82,794
Items not affecting working capital in current period:			
Depreciation and amortization	49,838	36,986	26,353
Deferred income taxes	8,696	8,690	6,040
Total from current operations	254,778	169,816	115,187
Net proceeds from exercise of options, sale of common stock, conversion of preferred stock and conversion of subordinated debentures	72,795	52,601	1,439
Additions to long-term debt	2,954	6,743	61,647
Additions to long-term obligations under capital leases	124,851	76,951	24,447
Preferred stock issued in acquisition of Kuhn's-Big K Stores Corp.	—	—	7,507
Reduction in other assets	1,342	9,218	—
Other	8,618	5,166	3,613
	<u>465,338</u>	<u>320,495</u>	<u>213,840</u>
Application of funds:			
Acquisition of Kuhn's-Big K Stores Corp.:			
Property, plant and equipment	—	—	15,389
Other assets	—	—	6,367
Long-term debt	—	—	(17,965)
	—	—	3,791
Additions to property, plant and equipment	110,454	85,589	83,735
Additions to property under capital leases	118,212	80,781	17,824
Reduction in long-term debt, including changes in current maturities	68,553	7,299	5,215
Reduction in long-term lease obligations, including changes in current obligations	7,531	6,097	5,147
Preferred stock conversions	450	577	98
Dividends paid	19,645	12,574	8,600
Additions to other assets and deferred charges	10,908	3,559	7,833
	<u>335,753</u>	<u>196,476</u>	<u>132,243</u>
Increase in working capital	<u>\$129,585</u>	<u>\$124,019</u>	<u>\$ 81,597</u>
Changes in components of working capital:			
Increase (decrease) in current assets:			
Cash	\$ 235	\$ 150	\$ 1,188
Short-term money market investments	123,343	23,964	(10,475)
Receivables	5,299	16,517	4,313
Recoverable costs from sale/leaseback	(26,013)	26,444	35,889
Inventories	179,693	65,129	210,552
Prepaid expenses	2,473	(828)	2,490
	<u>285,030</u>	<u>131,376</u>	<u>243,957</u>
Increase (decrease) in current liabilities:			
Notes and accounts payable and accrued liabilities	152,959	(25,409)	157,196
Accrued federal and state income taxes	7,344	30,495	1,800
Long-term debt due within one year	(6,237)	1,312	2,993
Obligations under capital leases	1,379	959	371
	<u>155,445</u>	<u>7,357</u>	<u>162,360</u>
Increase in working capital	<u>\$129,585</u>	<u>\$124,019</u>	<u>\$ 81,597</u>

See accompanying notes.

Notes to Consolidated Financial Statements

Wal-Mart Stores, Inc. and Subsidiaries

Note 1 — Accounting policies

Segment information — The Company and its subsidiaries are principally engaged in the operation of retail discount stores in a 19-state region. No single customer accounts for a significant portion of its consolidated sales.

Consolidation — The consolidated financial statements include the accounts of all subsidiaries.

Inventories — Inventories are stated at cost (last-in, first-out), which is not in excess of market, using the retail method for inventories in stores.

Pre-opening costs — Costs associated with the opening of new stores are expensed during the first full month of operations. The costs are carried as prepaid expenses prior to the store opening.

Interest during construction — In order that interest costs properly reflect only that relating to current operations, interest on borrowed funds during the construction of property, plant and equipment is capitalized. Interest costs capitalized (excluding amounts related to properties developed under sale/leaseback arrangements) are \$535,000, \$1,643,000 and \$926,000 in 1984, 1983 and 1982, respectively.

Depreciation — Depreciation for financial statement purposes is provided on the straight-line method over the estimated useful lives of the various assets. For income tax purposes, the accelerated cost recovery system is used for assets placed in service after 1980 and accelerated depreciation is used for assets placed in service in 1980 and prior years with recognition of deferred income taxes for the resulting timing differences.

Operating, selling and general and administrative expenses — Buying, warehousing and occupancy costs are included in operating, selling and general and administrative expenses.

Income taxes — Investment tax credits are accounted for under the flow-through method.

Deferred income taxes arise from income tax and financial reporting differences with respect to depreciation, capitalized leases and other items.

Net income per share — Primary net income per share is based on weighted average outstanding common shares and common share equivalents and stock options reduced by shares assumed to have been purchased from such options under the treasury stock method.

Stock options — Proceeds from the sale of common stock issued under the stock option plan and related tax benefits which accrue to the Company are accounted for as capital transactions, and no charges or credits are made to income in connection with the plan.

Effective August 1, 1981, the Company acquired Kuhn's-Big K Stores Corp. (Big K) through a transaction accounted for as a purchase. Wal-Mart issued 300,295 shares of Series A 8% Cumulative Convertible Preferred Stock with an aggregate stated value of \$7,507,000 in exchange for all issued and outstanding stock of Big K.

The results of operations for the year ended January 31, 1982 include sales of \$166,280,000 and a net income of \$709,000 attributable to operations of the Big K stores for the period of August 1, 1981 through January 31, 1982.

Inventories at January 31, 1984, and January 31, 1983, were \$735,395,000 and \$555,702,000, respectively. Replacement cost (FIFO vs. LIFO) would be \$121,760,000 greater in 1984 and \$103,247,000 greater in 1983.

Information on short-term borrowings and interest rates follows:

	Fiscal years ended January 31,		
	1984	1983	1982
Amount outstanding at January 31	—	—	\$ 55,469,000
Interest rate at January 31	—	—	14.2%
Maximum amount outstanding at month-end	\$ 86,602,000	\$173,316,000	\$243,216,000
Average daily short-term borrowings	\$ 24,748,000	\$117,030,000	\$ 90,595,000
Weighted average interest rate	9.3%	13.1%	15.9%

At January 31, 1984, the Company had lines of credit to support short-term borrowings with 9 banks in an aggregate of \$148,000,000, and informal lines of credit with various other banks totaling \$175,000,000. Short-term borrowings against these lines of credit bear interest at or below the prime rate, and certain of the lines of credit require compensating balances or commitment fees. In addition, at January 31, 1984, the Company had back-up lines of credit totaling \$150,000,000 to support the issuance of commercial paper.

Long-term debt at January 31 consists of:

	1984	1983
9½% convertible subordinated debentures, due 1992 through 2006	\$ —	\$ 59,884,000
12% unsecured notes, due 1983 through 1985	—	6,651,000
9¼% mortgage notes, payable \$68,822 quarterly (including interest) to June 1992	1,477,000	1,609,000
8¾% 25-year secured notes, payable \$244,595 quarterly (including interest) to October 2003	9,098,000	9,281,000
9¾% mortgage note, due 1984 through 2000	7,275,000	7,650,000
9% mortgage note, payable \$186,140 quarterly (including interest) to March 2008	7,228,000	7,317,000
8½% secured notes, payable \$121,030 quarterly (including interest) to March 2003	4,468,000	4,567,000
Tax-exempt mortgage obligations, at an average rate of 10.0%, due 1988 through 2012	7,570,000	5,920,000
Other	3,750,000	3,586,000
	<u>\$ 40,866,000</u>	<u>\$106,465,000</u>

Annual maturities on long-term debt during the next five years are:

Fiscal years ending January 31,	Annual maturity
1985	\$1,443,000
1986	1,237,000
1987	1,299,000
1988	1,390,000
1989	1,461,000

The agreements relating to the 9¼% mortgage notes of a subsidiary, which are guaranteed by Wal-Mart Stores, Inc., contain certain restrictions on the subsidiary concerning additional debt, business activities, investments and issuance of its capital stock.

Note 2 — Acquisition

Note 3 — Inventories

Note 4 — Notes payable and long-term debt

The agreements relating to the 8 $\frac{3}{8}$ % and 8 $\frac{1}{2}$ % secured notes of a subsidiary contain certain restrictions on the subsidiary concerning additional debt, business activities, issuance of its capital stock and merger or consolidation with any other corporations.

The convertible debentures were called for redemption during the year. Debentures in the amount of \$59,839,000 were converted for 4,585,000 shares of common stock, and debentures in the amount of \$45,000 were redeemed.

Note 5 — Income taxes

Reconciliations of the statutory federal income tax rate to the effective tax rate, as a percent of pre-tax financial income, are as follows:

	1984	1983	1982
Statutory tax rate	46.0%	46.0%	46.0%
Investment tax credits	(2.7)	(3.2)	(3.9)
State income taxes	2.1	2.1	2.2
Other	(.3)	(.2)	—
Effective tax rate	<u>45.1%</u>	<u>44.7%</u>	<u>44.3%</u>

Investment tax credits resulted in reductions of the current federal income tax provisions for 1984, 1983 and 1982 of \$9,675,000, \$7,148,000 and \$5,806,000, respectively.

The Company at January 31, 1984, had approximately \$15,000,000 of net operating loss carryforwards and \$420,000 of investment and jobs tax credit carryforwards arising from operations of Big K prior to acquisition. These carryforwards were used during the current year to reduce the current income tax liabilities arising from taxable income of Big K. These tax benefits realized are not reflected in income for financial reporting purposes inasmuch as the acquisition was accounted for as a purchase transaction.

Deferred tax expense results from timing differences in the recognition of revenue and expense for tax and financial reporting purposes with respect to the following:

	1984	1983	1982
Depreciation	\$9,951,000	\$ 6,286,000	\$4,651,000
Capital leases	(3,326,000)	(1,925,000)	(2,942,000)
Other	2,071,000	9,303,000	7,311,000
	<u>\$8,696,000</u>	<u>\$13,664,000</u>	<u>\$9,020,000</u>

Note 6 — Preferred and common stock

A. Preferred stock with mandatory redemption provisions

On June 3, 1983, stockholders authorized an increase in the number of shares of preferred stock, par value \$.10 per share, from 4,000,000 shares to 25,000,000 shares. At January 31, 1984, 247,909 shares of Series A 8% Cumulative Convertible Preferred Stock were outstanding and 296,278 shares were outstanding at January 31, 1983. The stock has voting rights, a \$25.00 per share stated value, a \$27.50 liquidation and redemption value and is convertible into 2.2 shares of common stock. As of October 1, 1986, the Company may at its option redeem the preferred stock if the market price of the Wal-Mart common stock is at least 125% of the conversion price for any 10 consecutive trading days within 30 days preceding the redemption date. Commencing December 31, 1986, the Series A Preferred Stock will be subject to a sinking fund which provides for the redemption of all shares over a five-year period. The preferred stock is traded on the New York Stock Exchange and at January 31, 1984, there were 426 stockholders of record.

B. Common stock

On June 3, 1983, the stockholders authorized an increase in the number of shares of common stock, par value \$.10 per share, from 86,000,000 shares to 325,000,000 shares. At January 31, 1984, 139,915,694 shares of common stock were issued and outstanding, and at January 31, 1983, 134,423,088 shares (adjusted to reflect the 100% stock dividend paid on July 8, 1983) were issued and outstanding. The common stock is traded on the New York Stock Exchange and at January 31, 1984, there were 14,172 stockholders of record.

At January 31, 1984, 4,384,531 shares of common stock were reserved, including 3,840,871 shares for issuance under the stock option plan and 543,660 shares for the conversion of the Series A Preferred Stock.

The options granted under the stock option plan expire 10 years from date of grant and may be exercised in nine annual installments. Further information concerning the options is as follows:

	Shares	Option price (market price at date of grant) Per Share	Total
Shares under option			
January 31, 1983	2,090,606	\$.52-22.94	\$ 7,451,977
Options granted	273,900	25.50-45.13	10,332,200
Options canceled	(56,044)	1.07-22.94	(229,453)
Options exercised	(883,079)	.52-22.94	(1,643,341)
January 31, 1984 (238,623 shares exercisable)	<u>1,425,383</u>	<u>\$.52-45.13</u>	<u>\$15,911,383</u>
Shares available for option			
January 31, 1983	2,633,344		
January 31, 1984	2,415,488		

The sales of licensed departments as reported by licensees are \$76,835,000, \$71,491,000 and \$50,532,000 for 1984, 1983 and 1982, respectively.

Note 7 — Licensed department sales

The Company and certain of its subsidiaries have long-term leases for stores and equipment. Rentals (including for certain leases amounts applicable to taxes, insurance, maintenance, other operating expenses and contingent rentals) under all operating leases were \$61,564,000 in 1984, \$47,533,000 in 1983 and \$32,619,000 in 1982.

Aggregate minimum annual rentals at January 31, 1984, under noncancelable leases are as follows:

Fiscal years	Operating leases	Capital leases
1985	\$ 47,471,000	\$ 43,654,000
1986	47,513,000	43,834,000
1987	47,050,000	44,298,000
1988	43,703,000	44,448,000
1989	42,293,000	44,238,000
Thereafter	<u>489,159,000</u>	<u>711,891,000</u>
Total minimum rentals	<u>\$717,189,000</u>	<u>932,363,000</u>
Less estimated executory costs		<u>18,613,000</u>
Net minimum lease payments		<u>913,750,000</u>
Less imputed interest at rates ranging from 8.5% to 14.0%		<u>567,841,000</u>
Present value of net minimum lease payments		<u>\$345,909,000</u>

Certain of the leases provide for contingent additional rentals based on percentage of sales. Such additional rentals amounted to \$7,924,000 in 1984, \$6,108,000 in 1983 and \$4,210,000 in 1982.

Substantially all of the store leases have renewal options for additional terms from five to 15 years at the same or lower minimum rentals.

The Company has entered into lease commitments for land and buildings for 105 future stores. The lease commitments with real estate developers or through sale/leaseback arrangements provide for minimum rentals for 20 to 25 years, excluding renewal options, which if consummated based on current cost estimates would approximate \$23,777,000 annually over the lease terms.

Note 8 — Long-term lease obligations

Note 9 — Quarterly financial data (unaudited)

Summarized consolidated quarterly financial data for 1984 and 1983 are as follows:

	Quarters ended			
	April 30	July 31	October 31	January 31
<u>1984</u>				
Net sales	\$854,734,000	\$1,098,942,000	\$1,166,594,000	\$1,546,639,000
Cost of sales	621,547,000	805,807,000	850,657,000	1,140,014,000
Net income	27,503,000	41,475,000	42,704,000	84,562,000
Net income per share:				
Primary and fully diluted*	\$.20	\$.30	\$.31	\$.59
<u>1983</u>				
Net sales	\$665,229,000	\$788,705,000	\$827,767,000	\$1,094,551,000
Cost of sales	472,821,000	577,428,000	603,123,000	804,863,000
Net income	18,184,000	23,763,000	26,692,000	55,501,000
Net income per share:				
Primary and fully diluted*	\$.14	\$.18	\$.19	\$.40

*Per share data prior to quarter ending July 31, 1983, have been adjusted to reflect the 100% stock dividend paid on July 8, 1983, to holders of Wal-Mart common stock.

Net income for the quarters ended January 31, 1984 and 1983, was increased \$1,844,000 (\$.01 per share) and \$3,815,000 (\$.025 per share), respectively, due to adjustment of the estimated inflation rate and other factors used to compute LIFO inventory cost for the first three quarters to the actual data for each of the two years.

Note 10 — Changing prices (unaudited)

The Financial Accounting Standards Board, Statement #33, Financial Reporting and Changing Prices, requires large public companies to provide information about the effects of general inflation (constant dollar) and other specific price changes (current costs) on the company's financial statements.

In arriving at the net income adjusted to the constant dollars and current costs of the respective years, only the cost of goods sold and depreciation of fixed assets have been adjusted. According to the statement, revenues and all expenses other than cost of goods sold and depreciation are considered to reflect the average price level for the respective year and, accordingly, have not been adjusted.

Since corporations are taxed on historical dollar results without regard for the inflation-created decline in the real value of the dollar, the provision for income taxes has not been adjusted. The effect is to change the effective tax rate from the 45.1% reported in 1984 to 48.3% and 45.0%, respectively, in the constant dollar and current cost calculations.

Constant Dollar — The purpose of this presentation is to provide financial information in dollars of equivalent value of purchasing power so revenues for each time period are matched with expenses stated in corresponding units. Amounts adjusted for general inflation shown below were calculated using the Consumer Price Index for all Urban Consumers (CPI-U) as required by the statement. The CPI-U measures the relative price changes in a wide range of commodities which have experienced a much greater rate of inflation than general merchandise. The components which are representative of general merchandise have increased, on the average, during 1984, 1983, 1982 and 1981 by 2.7%, 2.8%, 4.7% and 6.3%, respectively (as reported by the Bureau of Labor Statistics), compared with the 4.1%, 3.8%, 8.4% and 11.7% increases in the CPI-U. Since the CPI-U has been applied to the Company's cost of sales, it does not accurately measure the impact of inflation on the Company. The result is a profit margin substantially below the satisfactory level achieved when using cost of sales dollars from the historical cost financial statements which include a LIFO adjustment derived from application of the BLS index to our inventories.

Current Costs — The objective of this method is to reflect the effects of changes in specific prices of the resources actually used in the Company's operation, so that measures of these resources and their consumption reflect the current cost of replacing these resources, rather than the historical cost actually expended to acquire them. The historical cost of sales presented below has not been adjusted since cost of sales on a LIFO basis is generally considered to approximate replacement cost. The theory underlying the LIFO method of inventory accounting rests on the concept of matching current costs with current revenues. The Company currently uses the LIFO method of inventory valuation.

Current cost computations were made separately for each component of fixed assets. For purposes of determining current cost of facilities, the Company utilized the concept of service potential, which represents the assets (excluding operating leases) required to generate the sales volume obtained during the period. For certain items which are not acquired on a continual basis, the Company used published valuation cost indices. For those assets which are acquired or built on a continual basis, current costs are readily available for use in calculating estimated replacement cost. Depreciation expense computations were made utilizing the ratios between historical depreciation expense and historical assets within asset categories, and applying such ratios to asset replacement cost data.

Statement of Income Adjusted for Changing Prices

(Dollar amounts in thousands except per share data)

Fiscal year ended January 31, 1984			
	Historical dollars	Constant dollars	Current costs (nominal dollars)
Revenues	\$ 4,702,940	\$ 4,702,940	\$ 4,702,940
Cost of sales	3,418,025	3,433,972	3,418,980**
Operating, selling and general and administrative expenses	892,887	901,111	891,679**
Interest costs	34,881	34,881	34,881
Provision for income taxes	160,903	160,903	160,903
Net income	\$ 196,244	\$ 172,073	\$ 196,497
Unrealized gain from decline in purchasing power of net amounts owed***		\$ 23,584	\$ 23,584
Effects of changing prices on inventories and service potential of property, plant and equipment held during the year			
Due to specific prices (current cost)			\$ 2,249
Due to general inflation (constant dollars)			47,563
General inflation over specific prices			45,314

Selected Supplementary Financial Data Adjusted for Effects of Changing Prices (in average 1984 dollars)

(Dollar amounts in thousands except per share data)

	1984	1983	1982	1981	1980
Revenues - as reported	\$4,702,940	\$3,398,687	\$2,462,647	\$1,655,262	\$1,258,268
- in constant dollars	4,702,940	3,508,851	2,688,973	1,989,504	1,713,946
Net income - as reported	196,244	124,140	82,794	55,682	41,151
- in constant dollars	172,073	110,823	70,572	49,265	36,977
- in current cost	196,497	126,577	82,917	60,309	49,160
Net income per share* - as reported	1.40	.91	.63	.43	.33
- in constant dollars	1.23	.82	.54	.38	.30
- in current cost	1.40	.93	.62	.47	.40
Common stockholders' equity at year end - as reported	737,503	488,109	323,942	248,309	164,244
- in constant dollars	985,078	719,966	551,850	454,360	329,828
- in current cost****	893,664	661,057	549,786	446,928	370,124
Cash dividends per common share* - as reported	.14	.09	.07	.05	.04
- in constant dollars	.14	.09	.08	.06	.05
Market price per common share* - as reported	35.50	23.50	10.97	7.50	4.46
- in constant dollars	34.83	24.01	11.63	8.62	5.73
Average consumer price index	299.4	290.0	274.2	249.1	219.8

*Per share data prior to July 8, 1983, have been adjusted to reflect the 100% stock dividend paid on that date.

**Depreciation expense (current cost) for 1984 is \$46,463,000, of which \$3,130,000 is included in cost of sales.

***Preferred stock with mandatory redemption provisions has been treated for the above purposes as a monetary liability in the computation of the unrealized gain from decline in purchasing power of net amounts owed.

****At January 31, 1984, current cost (in 1984 average dollars) of inventories and property, plant and equipment was \$858,155,000 and \$662,552,000, respectively. At January 31, 1983, current cost (in 1983 average dollars) of inventories and property, plant and equipment was \$658,206,000 and \$507,198,000, respectively.

Report of Certified Public Accountants

Responsibility for Financial Statements

The Board of Directors and Stockholders Wal-Mart Stores, Inc.

We have examined the accompanying consolidated balance sheets of Wal-Mart Stores, Inc., and subsidiaries at January 31, 1984 and 1983, and the related consolidated statements of income, common stockholders' equity and changes in financial position for each of the three years in the period ended January 31, 1984. Our examinations were made in accordance with generally accepted auditing standards and, accordingly, included such tests of the accounting records and such other auditing procedures as we considered necessary in the circumstances.

In our opinion, the statements mentioned above present fairly the consolidated financial position of Wal-Mart Stores, Inc., and subsidiaries at January 31, 1984 and 1983, and the consolidated results of operations and changes in financial position for each of the three years in the period ended January 31, 1984, in conformity with generally accepted accounting principles applied on a consistent basis during the period.

Arthur Young & Company

Tulsa, Oklahoma
March 26, 1984

To the Shareholders of Wal-Mart Stores, Inc.:

Basic responsibility for the integrity and objectivity of the financial information presented in this Annual Report rests with Management of Wal-Mart Stores, Inc. The financial statements in this report have been prepared in conformity with generally accepted accounting principles. Where necessary and appropriate, certain estimates and judgments have been applied based on currently available information and Management's view of current conditions and circumstances. Management uses the services of specialists within and outside the Company in making such estimates and judgments.

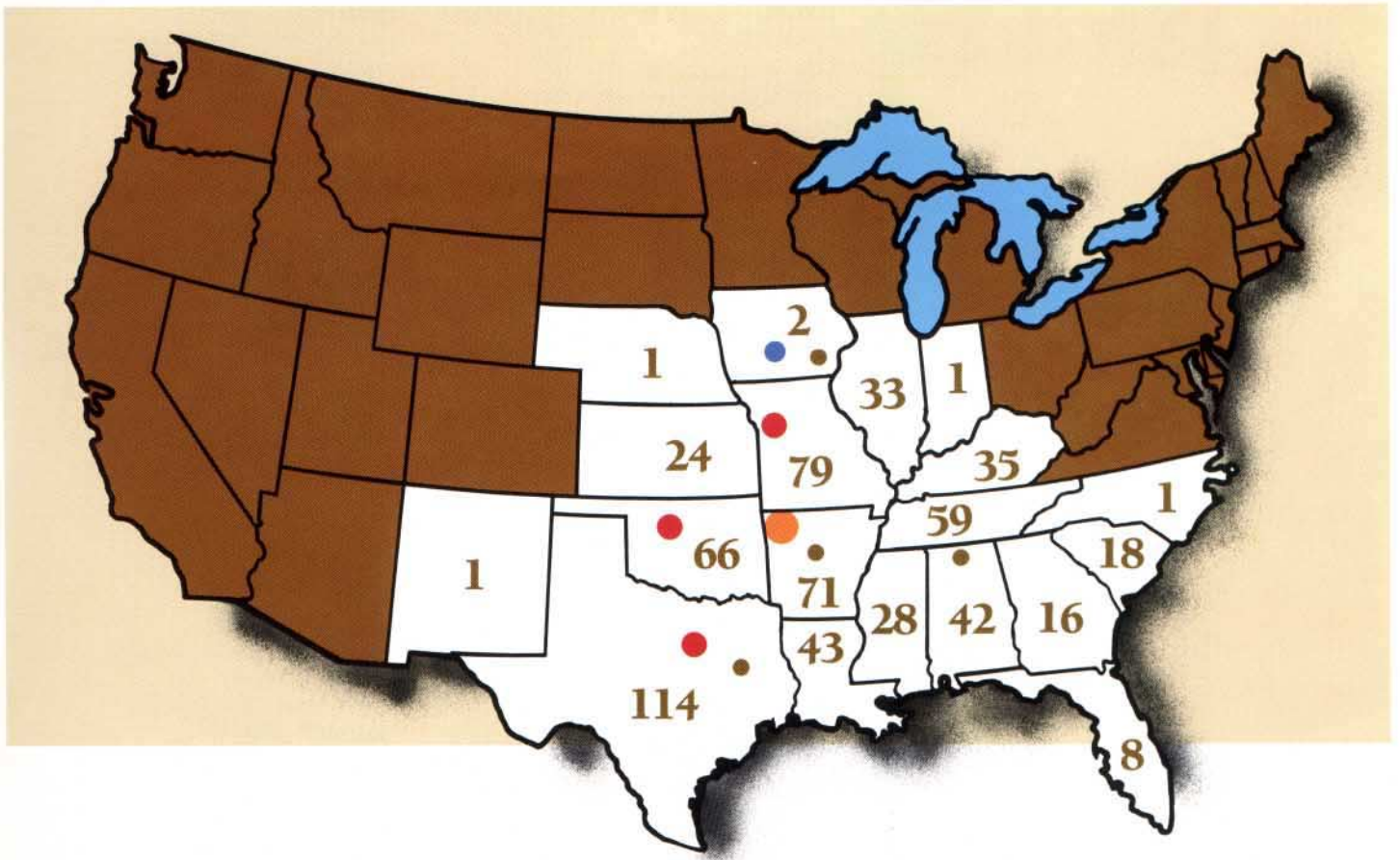
Management maintains a system of accounting and controls to provide reasonable assurance that assets are safeguarded against loss from unauthorized use or disposition and that accounting records provide a reliable basis for the preparation of financial statements. An important element of the system is a continuing internal audit program.

Management continually reviews, modifies, and improves its systems of accounting and controls in response to changes in business conditions and operations and to recommendations in the reports prepared by the independent public accountants and the internal auditors. Management believes that the accounting and control systems provide reasonable assurance that assets are safeguarded and financial information is reliable.

The Board of Directors, through the activities of its Audit Committee, participates in the process of reporting financial information. The Committee meets with Management, the internal auditors, and representatives of the Company's independent public accountants. In 1983, the Committee held two meetings and reviewed the scope, timing, and fees for the annual audit and the results of audit examinations completed by the internal auditors and independent public accountants, including the recommendations to improve internal controls and the follow-up reports prepared by Management. Representatives of the independent public accountants and the internal auditors both have free access to the Committee and the Board of Directors and attend each meeting of the Committee. The Audit Committee reports the results of its activities to the entire Board of Directors.

Management believes that it is essential for the Company to conduct its business affairs in accordance with the highest ethical standards in conformity with the law.

David D. Glass
Vice Chairman
Chief Financial Officer



Figures indicate number of Wal-Mart stores in each state.

- General office and three distribution centers in Bentonville, Arkansas
- Distribution centers in Mt. Pleasant, Iowa (under construction); Searcy, Arkansas; Palestine, Texas and Cullman, Alabama
- Sam's Wholesale Club units in Grandview, Missouri; Midwest City, Oklahoma and Dallas, Texas
- dot Discount Drug store in Des Moines, Iowa

642 Wal-Mart Stores

Directors

Ferold G. Arend ^{1,2}
President, Retired

John A. Cooper, Jr.
President, Cooper Communities, Inc.

David D. Glass ¹
Vice Chairman and Chief Financial Officer

A. L. Johnson
Executive Vice President-
Merchandise and Sales

James H. Jones ^{2,3}
Banking and Investments

Robert Kahn ²
President, Kahn & Harris, Inc.

Sidney A. McKnight ²
President, Retired,
Montgomery Ward & Company, Inc.

Jack Shewmaker ¹
President and Chief Operating Officer

Donald G. Soderquist ¹
Executive Vice President-
Administration and Distribution

Jackson T. Stephens
President, Stephens Inc.

James L. Walton ^{1,3}
Senior Vice President

Sam M. Walton ^{1,3}
Chairman and Chief Executive Officer

S. Robson Walton ¹
Vice Chairman, Secretary and General Counsel

¹Members of Executive Committee

²Members of Audit Committee

³Members of Stock Option Committee

Officers

Sam M. Walton
Chairman and Chief Executive Officer

Jack Shewmaker
President and Chief Operating Officer

David D. Glass
Vice Chairman and Chief Financial Officer

S. Robson Walton
Vice Chairman, Secretary and General Counsel

Thomas Jefferson
Executive Vice President - Store Operations

A. L. Johnson
Executive Vice President - Merchandise and Sales

Donald G. Soderquist
Executive Vice President -
Administration and Distribution

Paul R. Carter
Senior Vice President - Special Divisions

Alvin L. Miles
Senior Vice President - Store Operations

Harold L. Johnson
Senior Vice President - Store Operations

Thomas P. Seay
Senior Vice President - Real Estate and Construction

James L. Walton
Senior Vice President

B. D. Adams
Vice President - Store Operations

Dwight A. Carney
Vice President - Merchandise Planning

Thomas M. Coughlin
Vice President - Personnel

Larry W. Dimmit
Vice President - Division Merchandise Manager,
Softlines

Bill Fields
Vice President - General Merchandise Manager,
Homelines

Kenneth Folkerts
Vice President - Treasurer

Steve Furner
Vice President - Store Operations

H. "Mac" Gammon
Vice President - Store Operations

David H. Gorman
Vice President - Loss Prevention

Harry S. Green
Vice President - Store Operations

Michael J. Guccione
Vice President - General Manager, Jewelry Division

Glenn L. Habern
Vice President - Data Processing

Robert L. Hart
Vice President - Store Operations

Joseph P. Hatfield
Vice President - Advertising and Sales Promotion

William L. Hutcheson
Vice President - General Manager, Shoe Division

Ronald L. Loveless
Vice President - General Manager,
Sam's Wholesale Club

Duane G. Naccarato
Vice President - Store Planning

Gary D. Reinboth
Vice President - Store Operations

Charles Russell
Vice President - Store Operations

Dean L. Sanders
Vice President - General Merchandise Manager,
Hardlines

Duane C. Schue
Vice President - Construction and Engineering

H. Lee Scott, Jr.
Vice President - Transportation

Charles E. Self
Vice President - Controller

Lew Skelton
Vice President - Store Operations

Gary L. Smith
Vice President - Store Operations

D. Ray Thomas
Vice President - Store Operations

Colon Washburn
Vice President - General Merchandise Manager,
Apparel

Nick White
Vice President - Division Merchandise Manager,
Hardlines

Vincent P. Carney
Assistant Controller

Daniel L. Davies
Assistant Controller

Bette Hendrix
Assistant Secretary

Charles R. Rateliff
Assistant Treasurer

Registrar and Transfer Agent —
Common and Preferred Stock:
Centerre Trust Company of
St. Louis
510 Locust Street
St. Louis, Missouri 63178

Certified Public Accountants
Arthur Young & Company
4300 One Williams Center
Tulsa, Oklahoma 74172

Listing
New York Stock Exchange Symbol:
WMT - Common Stock
WMT-A - Preferred Stock

Corporate Headquarters
Wal-Mart Stores, Inc.
Post Office Box 116
Bentonville, Arkansas 72712
Telephone: 501/273-4000

Annual Meeting
The Annual Meeting of Shareholders of
Wal-Mart Stores, Inc., will be held on Fri-
day, June 8, 1984, at 10:00 A.M. in the
Auditorium, Bentonville High School,
Bentonville, Arkansas.

**Investors' Inquiries -
Form 10-K Report**
A copy of the Company's Annual Report
on Form 10-K for the fiscal year ended
January 31, 1984, as filed with the
Securities and Exchange Commission, may
be obtained without charge by writing to:
Bette Hendrix
Assistant Secretary
Wal-Mart Stores, Inc.
Post Office Box 116
Bentonville, Arkansas 72712

Corporate Information

Wal-Mart Stores, Inc., Bentonville, Arkansas 72712